

BUS WA INC.
RULES OF ASSOCIATION

1. Name of Association

The name of the Association is Bus WA Inc.

2. In these rules, unless the contrary intention appears-

“Annual general meeting” is the meeting convened under paragraph (b) of rule 19.

“Committee meeting” means a meeting referred to in rule 17.

“Committee member” means a person referred to in paragraph (a), (b), (c), (d) or (e) of rule 10(1)

“Convene” means to call together for a formal meeting.

“Department” means the government department with responsibility for administering the Associations Incorporations Act 2015.

“Financial year” means a period commencing 1 July and ending on 30 June the following year.

“General Meeting” means a meeting to which all members are invited.

“member” means a member of the Association.

“Ordinary resolution” means a resolution to decide a question, matter or resolution at a general meeting that is not a special resolution, and only requires a simple majority to pass.

“Poll” means voting conducted in written form as opposed to a show of hands.

“Special General Meeting” means a general meeting other than the annual general meeting.

“Special Resolution” is a resolution to decide a question, matter or resolution at a general meeting that has been submitted as a special resolution and requires 75% of members voting to be in favour.

“the Act” means the Associations Incorporation Act 2015.

“the Association” means the Bus WA Inc.

“the chairperson” means the person elected to the Committee of Management referred to in rule 10(1)(a).

“the Commissioner” means the Commissioner for Consumer Protection exercising powers under the Act.

“the Committee” means the Committee of Management referred to in rule 10.

“the Manager” means the manager referred to in rule 10(1)(c).

“the vice chairperson” means the person referred to in rule 10(1).

3. Objects of Association

- (1) The objects of the Association are to represent the Bus and Coach Industry of Western Australia with government agencies, unions and suppliers. To encourage increased use of buses and public transport as part of the development of a more sustainable community.
- (2) The property of income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed directly or indirectly to members except in good faith in the promotion of these objects.

4. Powers of the Association

The powers conferred on the Association are the same as those conferred by section 14 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may.

(a) appoint, dismiss, and fix the salary and terms and conditions of employment of such employees as the Association may from time to time appoint and to delegate to any person so appointed any of its powers or duties.

(b) open and operate bank accounts.

(c) invest its money

(i) in any security in which trust monies may lawfully be invested; or

(ii) in any other manner authorised by the Rules of Association.

(d) borrow money upon such terms and conditions as the Association thinks fit.

(e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit.

(f) appoint agents to transact any business on its behalf.

(g) enter into any other contract it considers necessary and desirable.

(h) may act as trustee and accept and hold real and personal property upon trust but does not have power to do any act of thing as a trustee that, in done otherwise than as a trustee, would contravene this Act or the Rules of the Association.

(i) appoint sub-committees comprised of such persons as the Associations thinks fit to investigate any matter in any way relating to the affairs of the Association or to perform such duties as the Association may determine and subject to these rules,

the Association may regulate the proceedings of all such sub-committee. Members of the sub-committee may not need to be Association members.

5. Qualifications for Membership of the Association

- (1) Membership of the Association is open to bus and coach operators and suppliers to the WA Bus and Coach Industry.
- (2) A person who wishes to become a member must apply in writing to the Committee
 - (i) signed by the applicant and both the proposer and seconder who must be members; and
 - (ii) in such a form as the Committee from time to time, directs.
- (3) The Committee must not approve a membership application unless the applicant –
 - (a) meets all the eligibility requirements under rule 5(1); and
 - (b) applies in accordance with rule 5(2).
- (4) The Committee may refuse to accept a membership application even if the applicant has applied in writing and complies with the all the eligibility requirements.
- (5) As soon as it practicable after the Committee has made a decision to accept or reject the application, they must notify the applicant in writing of the outcome of their membership application but is not obliged to provide reasons for the decision.
- (6) The applicant immediately becomes a member and is entitled to exercise all the rights and privileges including the right to vote and must comply with all the obligations of membership under these rules once the applicant has been notified of his or her acceptance as outlined in (5) above.
- (7) In the event the Committee decide to reject an application, the applicant may if he or she so desires, may appeal against the decision within 14 days from the date on which he or she receives notification of the rejection.

6. Register of members of the Association

- (1) The Manager, on behalf of the Association must comply with section 53 of the Act by keeping and maintaining the Register of Members and that register shall be so kept and maintained at the Association's principal place of residence.
- (2) The register must record
 - (a) the full name of each member.
 - (b) a contact postal, residential, or electronic address of each member.
 - (c) The day on which the person became a member

(d) The class of membership held by the member.

7. Subscriptions of Members of the Association

- (1) The Committee shall from time to time determine the amount of the subscription fees to be paid by each member.
- (2) Subscriptions may vary according to the different classifications and their particular service requirements.
- (3) Each member shall pay to the Association annually or before the 1 July or such other date as the Committee from time to time may determine, the amount of their subscription determined under rule 7(1).
- (4) Subject to rule 7(3) a member whose subscription is not paid within 3 months after the due date fixed under rule 7(3) ceases to be a member on the expiry of that period unless the Committee decides otherwise.

8. Termination of membership of the Association

- (1) Membership of the Association may be terminated upon –
 - (a) giving written notice of their resignation to the manager
 - (b) non-payment of his or her subscription within three months of the date fixed by the Committee as outlined in 7(4).
 - (c) expulsion of the member in accordance with rule 9.
- (2) Any member that resigns from the Association remains liable to pay to the Association any outstanding fees which may be recovered as a debt to the Association.

9. Suspension or expulsion of members from the Association

- (1) if the Committee considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association. The Committee must communicate in writing by giving notice to the member –
 - (a) of the proposed suspension or expulsion and the grounds on which it is based
 - (b) the date, time, and place of the Committee Meeting and
 - (c) that the member or the members' representative may attend the Committee meeting; and

(d) that the member or his representative may address the floor at the meeting and will be given full and fair opportunity to state the member's case orally or in writing, or both,

not less than 30 days before the date of the Committee meeting referred to.

- (2) At the Committee meeting referred to in 9(1), the Committee may, having afforded the member or his representative an opportunity to be heard by, or to make written submission to the committee, suspend or expel or decline to suspend or expel the member from membership of the Association, the manager must inform the member in writing of the decision and the reasons for the decision within 7 days of the Committee meeting referred to in rule 9(1).
- (3) Once the Committee has decided to suspend or expel the member, the member is immediately suspended or expelled from membership.
- (4) A member who is suspended or expelled under sub-rule 9(2), must, if he or she wishes to appeal against that decision, give notice to the manager, of his or her intention to do so within 14 days of the notice to suspend or expel.
- (5) When such notice is given, the Association at a special general meeting must either confirm or set aside the decision of the Committee to suspend or expel the member after the member or his representative has been afforded time to be heard by or make representations in writing to the Association in a general meeting. In such cases, the member who gave notice is not suspended or expelled until the decision of the Committee to suspend or expel him or her is confirmed at the general meeting.
- (6) The member who has given notice of appeal is not suspended or expelled from membership until the decision by the Committee is confirmed by members at the special general meeting.
- (6) If a member's membership is suspended under rule 9(3), or confirmed under rule 9(5), the manager must record in the register –
 - (a) the name of the member that has been suspended from membership.
 - (b) the date on which the suspension takes effect, and
 - (c) the length of the suspension as determined by the Committee.
- (7) A member who has been suspended cannot exercise any right or privilege of membership, including the right to vote during the period they are suspended from membership.

10. Life Membership

- (1) On the recommendation of the Committee, the Association may appoint any person as an Honorary Life Member at its annual general meeting, or other forum as determined by the committee in recognition of the services carried out by that person

to the industry or to the Association. Honorary Life Members shall enjoy all the rights and privileges of membership without payment of any fee or subscription but shall have not right of nominating for positions on the committee or voting at any meeting of the Association.

11. Committee of Management.

- (1) The affairs of the Association will be managed exclusively by a Committee of Management consisting of –
 - (a) Chairperson
 - (b) Vice Chairperson
 - (c) Manager
 - (d) Treasurer and
 - (e) at least one and not more than three other committee persons.all of whom, except for the manager and the treasurer, must be members of the Association.
- (2) Committee members (a), (b) and (e) must be elected to membership of the Committee at an annual general meeting or appointed under rule 11(8).
- (3) Except for nominees under rule 11(10), a member is not eligible for election to the Committee unless a member has nominated him or her by delivering a notice in writing of that nomination, signed by the nominator and the nominee signifying his willingness to accept the nomination, at least 5 days before the date of the annual general meeting.
- (4) No person shall be entitled to hold a position on the Committee if the person has been convicted of or imprisoned in the previous five years for –
 - (a) an indictable offence in relation to the promotion, formation of management of a body corporate.
 - (b) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - (c) an offence under Part 4 Division 3 or section 127 of the Actunless the person has obtained the consent of the Commissioner.
- (5) Subject to 10(11), a Committeeperson who is elected at an annual general meeting, has his term of office commencing from his or her election at an annual general meeting until the next election referred to in rule 11(2) after his or her election, but he or she remains eligible for re-election to the Committee.
- (6) A person who is eligible for election or re-election may propose him or herself and vote for him or herself.

- (7) If the number of nominees in accordance with rule 11(3) for election to the Committee does not exceed the number of vacancies to be filled, the Manager must report accordingly, and the Chairperson must declare those persons duly elected as members of the Committee at the annual general meeting concerned.
- (8) If vacancies remain on the Committee after the declaration under rule 11(7), additional nominations of Committee members may be accepted from the floor at the annual general meeting. If such nominations from the floor do not exceed the number of vacancies, the Chairperson must declare those persons duly elected as members of the Committee. Where the number of nominations exceeds the number of vacancies, elections for those positions must be conducted. These elections shall be conducted by show of hands, unless the Chairperson or at least 5 members request that the election be conducted by poll.
- (9) If a vacancy remains on the Committee after the application of 11(8) or where a causal vacancy within the meaning of rule 17, the Committee may appoint a member to fill that vacancy and any member so appointed will hold office until the elections at the next annual general meeting and will be eligible for election to the Committee.

12. Chairperson

- (1) The Chairperson will preside at all general meetings and committee meetings.
- (2) In the event the Chairperson is not available or willing to preside at a committee meeting, the Vice Chairperson will preside at the Committee Meeting.
- (3) if the Chairperson and the Vice Chairperson are unwilling to preside at a committee meeting, those Committee members present will elect one of their number to preside at the meeting.
- (4) In the event the Chairperson is not available or willing to preside at a general meeting, the Vice Chairperson will preside at the general meeting.
- (3) if the Chairperson and the Vice Chairperson are not available or unwilling to preside at a general meeting, those members present will elect one of their number to preside at the meeting.

13. Vice Chairperson

- (1) The Chairperson will assist the Chairperson in the management of the Association and will deputise for that person on occasions the Chairperson is not available.

14. Manager

- (1) The Committee will appoint a duly qualified person on such terms as it considers appropriate as Manager of the Association.
- (2) The duties will include –
 - (a) co-ordinate the correspondence of the Association.
 - (b) keep full and correct minutes of the proceedings of the Committee meetings and of all general meetings.
 - (c) Ensure the safe custody of the books of the Association, other than the financial records financial statements and financial reports as applicable to the Association.
 - (d) Comply on behalf of the Association with
 - (i) section 53 of the Act regarding the Register of Members of the Association.
 - (ii) section 35 of the Act by keeping and maintaining in an up-to-date condition, the Rules of Association and upon request by a member of the Association make available a copy of those Rules in hard copy or electronic form.
 - (e) section 58 of the Act by maintaining a record of –
 - (i) the names and residential or postal addresses of the persons who hold office in the Association.
 - (ii) the names and addresses of all persons authorised to use the seal of the Association; and
 - (iii) the names and residential or postal address of any persons who are appointed or act as trustees on behalf of the Association.
 - (f) Unless members resolve otherwise at a general meeting, have custody of all books, documents, records, and registers of the Association, other than those required to be kept and maintained by the Treasurer.
 - (g) perform such other duties as are imposed by these Rules on the Manager.

15. Treasurer

- (1) The Committee will appoint a duly qualified person on such terms as it considers appropriate to perform the duties of Treasurer of the Association.
- (2) The duties will include: -
 - (a) responsible for the receipt of all moneys paid by him or her on behalf of the Association and must issue receipts for those moneys in the name of the Association.
 - (b) pay all moneys referred to in (a) above into such account or accounts of the Association as the Committee may from time to time direct.

(c) make payments from the funds of the Association with the authority of a general meeting or of the Committee.

(d) comply on behalf of the Association with section 66,68 and 70 of the Act with respect to the accounting records of the Association by:

(i) keeping such accounting records as correct records and explain the financial transactions and financial position of the Association.

(ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time.

(iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited.

(iv) ensure the safe custody of the financial records of the Association and any other relevant records.

(v) assist the auditor in performing his or her function.

(vi) whenever so directed by the Chairperson, submit to the Committee a report balance sheet or financial statement in accordance with that direction.

(vii) Unless the members resolve otherwise at a meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association; and

(vii) perform any other duties as are imposed by these Rules or the Association on the Treasurer

16. Remuneration to Committee Members

(1) The Association may pay a committee member travelling and other expenses as properly incurred –

(i) in attending committee meetings or sub-committee meetings.

(ii) in attending general meetings of the Association; and

(iii) in connection with the Association's business.

(2) Committee members must not receive any remuneration for their services at committee members other than as prescribed in 16(1) unless approved by members at a general meeting.

17. Casual Vacancies in Membership of the Committee

- (1) A casual vacancy occurs in a position on the Committee and that position becomes vacant if the Committee member:
 - (a) dies
 - (b) resigns by giving notice in writing delivered to the Manager, or if the Committee person is the Manager, to the Chairperson, and the resignation is accepted by resolution of the Committee.
 - (c) is convicted of an offence under the Act.
 - (d) is permanently incapacitated by mental or physical ill-health.
 - (e) is absent from more than 3 consecutive Committee meetings: or 3 Committee Meetings in the same financial year without tendering an apology to the Chairperson.
 - (f) ceases to be a member of the Association; or
 - (g) is the subject of a resolution passed at a general meeting terminating his or her appointment as a committee member.

18. Proceedings of Committee

- (1) The committee must meet for the despatch of business not less than three times each year and the Chairperson may at any time convene a meeting of the committee.
- (2) Each committee member as a deliberative vote.
- (3) A question arising at a committee meeting must be decided by a majority of votes, but if there is no majority, the Chairperson presiding will have a casting vote in addition to his or her deliberative vote.
- (4) At a committee meeting, three (3) committee members constitute a quorum, one of whom must be either the Chairperson or Vice Chairperson.
- (5) The procedure and order of business to be followed at committee meeting must be determined by the Committee members present.

19. Conflict of Interest

- (1) As required under section 42 and 43 of the Act, a committee member having a material interest in a matter being considered at a committee meeting must as soon

as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the committee; and to disclose the nature and extent of that interest at the next general meeting of the Association.

- (2) 19(1) does not apply if that interest only exists because the member is an employee or he or she is a member of a class of person whose benefit the Association is established or if the member has in common with all, or a substantial proportion of the members of the Association.
- (3) Any member who declares a material interest in a matter being considered must not be present while the matter is being considered at the meeting or vote on the matter.
- (4) The Manager must cause every disclosure of conflict of interest to be recorded in the minutes of that meeting at which it was made.

20. General Meetings

- (1) The Committee may convene a special general meeting at any time.
- (2) The Association must hold an annual general meeting in every calendar year, within six (6) months after the end of the financial year or such longer period as may be allowed by the Commissioner.
- (3) If the Association requires the approval of the Commissioner to hold its AGM within a longer period under 20(2), the Manager must apply to the Commissioner no later than four (4), months after the end of the Association's financial year.
- (4) The Association must hold a Special General Meeting on receiving a written request to do so, from not less than 5% of members, for the purpose specified in that request.
- (5) The members making the request must state the purpose for which the special general meeting concerned is required and sign that request.
- (6) If the special general meeting requested by members under rule 20(4) is not convened within 30 days the members who made the request may themselves convene a special general meeting as if they were the Committee.
- (7) If an appeal is lodged against the rejection of an application for membership as outlined in rule 5(7), the Manager must arrange a general meeting for the appeal to be heard. That general meeting should be held no later than the next annual general meeting. Failing that, the appellant is entitled to be addressed at the next annual general meeting at which the decision to reject the application will be confirmed or set aside.
- (8) A special general meeting to hear an appeal for a member who has been either suspended or expelled must be held within 30 days of the date on which the

appellant received notice of his suspension or expulsion. If a special general meeting is not held within the required 30 days, then the member making the appeal may convene a special general meeting as if he or she were the committee.

- (9) When a special general meeting is convened under 20(7) and 20(8) the Association must pay the reasonable expenses of convening and holding the special general meeting.
- (10) The Manager must give all members not less than 14 days' notice of a meeting except in the case where a special resolution is to be moved in which case the Manager must give all members not less than 21 days' notice.
- (11) That notice must specify :-
 - (a) time, date, and place where the general meeting concerned is to be held.
 - (b) particulars of the business to be transacted and the order in which the business is to be transacted; and
 - (c) if the motion is to be submitted as a special resolution, the notice must also include the resolution to be proposed with supporting details and the intention to propose the resolution as a special resolution.
- (12) The Manager must give all members not less than 21 days' notice in the case of the annual general meeting.
- (13) That notice must include details of the date, time, and place where the annual general meeting is to be held together with particulars and order in which the business is to be conducted –
 - (a) first the consideration of the accounts and reports of the committee.
 - (b) second, the election of committee members
 - (c) third any other business requiring consideration by the Association at the general meeting.
- (14) The Manager must give such notice by –
 - (a) serving it on the members personally; or
 - (b) sending it by post or electronic method (email or facsimile) to the address of the member as it appears in the register of members.
- (15) Where a notice is sent by post under rule 20(14)(b) sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to

the member concerned by ordinary mail and if by electronic method if the message does not bounce.

21. Quorum and Proceedings at General Meetings

- (1) At a general meeting, 9 members present in person constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting –
 - (a) in accordance with rule 20(7) or 20(8), if a quorum is not present, then the general meeting lapses; or
 - (b) in all other cases, the general meeting stands adjourned to the same time and place on the same day in the following week.
- (3) If within 30 minutes of the time appointed for the resumption of an adjourned meeting, a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business at the general meeting as if a quorum is present.
- (4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must if so directed, adjourn the general meeting from time to time and place to place.
- (5) There must not be any business transacted at an adjourned meeting other than the business left unfinished or on the agenda at the time the general meeting was adjourned.
- (6) If the general meeting is adjourned for a period of 30 days or more, the Manager must give notice of the adjourned general meeting as if that general meeting were a new general meeting.
- (7) At a general meeting –
 - (a) an ordinary resolution put to the vote will be decided by a majority of votes on the show of hands unless a poll is demanded by three or more members, if so, demanded the poll must be taken in such a manner as the Chairperson directs.
 - (b) a special resolution put to the vote will be decided with at least 75% of members voting in favour by a show of hands unless a poll is demanded by three or more members.
- (8) If a poll is demanded and taken regarding an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

- (9) Votes regarding a special resolution in favour and against must be recorded in the minutes of the general meeting.
- (10) A poll demanded must be taken immediately on that demand being made.

22. Minutes of Meetings of the Association

- (1) The Manager must cause proper minutes of all meetings of all general and committee meetings to be taken and then to be entered within 30 days after the holding of all meetings to which those minutes refer, as the case requires, in a minute book kept for that purpose>
- (2) The Chairperson must ensure that the minutes of a general meeting or committee meeting are checked and signed as correct by the Chairperson of the meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting of committee meeting as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they are until the contrary is proven, evidence that :-
 - (a) the general meeting or committee meeting to which they relate did was duly convened.
 - (b) all proceeding recorded as having taken place at the meeting did in fact take place; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

23. Voting Rights of members of the Association

- (1) Subject to these rules each member present in person or by proxy at a general meeting is entitled to a deliberate vote.
- (2) A member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular meeting or at a general meeting.
- (3) An appointment made under 23(2) must be made by resolution of the governing body of the body corporate concerned –
 - (a) which resolution is authenticated under the common seal of that body corporate and
 - (b) a copy of which resolution is lodged with the Manager.

- (4) A person appointed to represent a body corporate is deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

24. Proxies of Members of the Association.

- (1) A member may appoint in writing another member who is a natural person to be proxy of the appointing member and to attend and vote on behalf of the appointing member at any general meeting.
- (2) A member may only hold a maximum of 5 proxy votes on behalf of other members.

25. Common Seal of the Association

- (1) The Association must have a common seal on which its corporate name appears in legible characters
- (2) The common seal must not be used without the express authority of the committee and every use of that common seal must be recorded in the Association's minute book.
- (3) The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, Manager or Treasurer.
- (4) The common seal of the Association must be kept in the custody of the Manager or such other person as the committee from time to time determines.

26. Sub-committees

- (1) To assist the committee in the conduct of the Association's business, the committee may in writing may appoint one or more sub-committees.
- (2) These sub-committee may comprise of such numbers as the committee determines and may be members or non-members.
- (3) The names of the nominating members of each sub-committee must be submitted to the committee for ratification and advised as to their term of office.
- (4) All sub-committees so authorised must also be advised in writing of any delegations of authority, power or function that will be given to them. Such authority, power or

function may still be exercised by the committee who remain responsible for the exercise of those functions at all time.

27. Financial Records

- (1) The Association must keep financial records that –
 - (a) correctly record and explain its transactions, financial positions, and performance and
 - (b) enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.
- (2) The Association must retain its financial records for at least 7 years after the transactions covered by the records are completed.
- (3) For each financial year the Association must ensure that requirements under Part 5 of the Act are met.
- (4) Without limiting 26(3) those requirements include –
 - (a) as this Association is termed a Tier 1 Association, the preparation of a Financial Report.
 - (b) the auditing of the financial report
 - (c) the presentation of the financial report to the annual general meeting of the Association together with a report of the Auditor.
- (5) The Association must ensure that an audit is undertaken of the financial report.

28. Appointment and Removal of Auditor

- (1) Except as provided in 28(2) an auditor may only be appointed by resolution of the members at general meeting.
- (2) The committee may appoint an auditor if –
 - (a) under Part 5 of the Act, the Association is required to ensure that the financial statements for a year are reviewed, and
 - (b) no appointment of an auditor has been affected.

- (3) An auditor so appointed in accordance with 28(2) above, only holds office until the auditor's report has been presented for consideration at the annual general meeting
- (3) The auditor appointed at a general meeting holds office until the auditor –
 - (a) dies; or
 - (b) becomes insolvent under administration as that term is defined in the Corporations Act; or
 - (c) ceases to be qualified for appointment as provided rule 29,
 - (d) is removed from office under rule 30, or
 - (e) resigns from office as provided under 27(4).
- (4) An auditor may, by giving notice in writing resign as auditor of the Association.
- (5) The Association must, within 14 days after being notice of resignation by the auditor, lodge with the Commissioner, notice of the resignation on the approved form.

29. Qualifications of Auditor

- (1) An auditor must not be appointed if the person is not qualified for appointment.
- (2) A person is qualified for appointment as the auditor if the person is-
 - (i) a member of a professional accounting body who has a designation in respect of that membership that is prescribed by the regulations for the purposes of this rule; or
 - (ii) a registered company under the Corporations Act; or
 - (iii) a person the Commissioner considers has appropriate qualifications or experience and approves for the purpose of this rule.

30. Removal of Auditor

- (1) An auditor may only be removed from office by resolution at a general meeting of the Association.
- (2) Written notice of an intention to move a resolution referred to in 30(1) must be given to every member of the Association at least 2 months before the general meeting is to be held.
- (3) The written notice must state in full the proposed resolution.

- (4) As soon as possible after the notice of the resolution has been released to members, the committee must-
 - (a) give a copy of the notice to the auditor; and
 - (b) lodge a copy of the notice with the Commissioner.

31. Auditor to make Representation

- (1) The auditor who receives a notice from the Association under rule 30(4), may within 30 days after receiving the notice, make a written representation not exceeding a reasonable length to the committee.
- (2) If the auditor makes a representation under rule 30(1) a resolution proposing the auditor's removal is of no effect unless; -
 - (i) the committee gives a copy of the representations to all members at least 7 days before the meeting at which the resolution is to be considered; and
 - (ii) the auditor is allowed to attend the meeting and address the members present before the vote on the resolution.

32. Inspection of Records of the Association

- (1) A member may at any reasonable time, inspect without charge the books, document, records and securities of the Association.
- (2) The member may make a copy of any such documents but is not permitted to remove them from office for that purpose.

33. Disputes and Mediation

- (1) The grievance procedure set out in this rule applies to disputes under these rules between –
 - (I) a member and another member ;or
 - (ii) a member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.

- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend the meeting, then the parties must within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be –
 - (i) a person chosen by agreement between a member and another member; or
 - (ii) in the absence of an agreement in the case of a dispute between a member and another member, a person appointed by the committee.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must –
 - (a) give the parties to the mediation process every opportunity to be heard.
 - (b) allow due consideration by all parties of any written statement submitted by any party, and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) The mediator must be confidential and without prejudice.
- (11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

34. Rules of Association

- (1) These rules bind every member of the Association, and each member agrees to comply with these rules.
- (2) The Association may only alter, rescind, or add to these Rules by special resolution at a general meeting.
- (3) When a special resolution amending the Rules is passed, the required documents must be lodged with the Commissioner within one month after the special resolution is passed or a longer period as the Commissioner may allow.

- (4) An amendment to the rules does not take effect until the required documents are lodged with the Commissioner and the approval of the Commissioner is given in writing.

35. Distribution of surplus property on winding up the Association

(1) If upon winding up or dissolution of the Association, there remains after satisfaction of all debts and liabilities and property whatsoever, the same must not be paid or distributed among the members or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purpose of gain or profit to its individual members and which association shall be determined by resolution of the members

